



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs

Received SEC

FEB 29 2008

Washington, DC 20549

American Stock Exchange
86 Trinity Place
New York, NY 10006-1872

February 29, 2008

Ms. Cecile Peters
Chief, IT Services
Division of Corporate Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

CERTAMX
001-33965



08022670

Dear Ms. Peters:

This is to certify that on February 13, 2008 the American Stock Exchange LLC (the "Exchange") received from Quaterra Resources Inc. (the "Registrant"), a copy of the Registrant's application on Form 40-F for the registration of the following securities:

Common Shares, no par value

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
Managing Director
Listing Qualifications Department

cc: Herbert Scholl

PROCESSED

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FINANCIAL**

END